

UMH PROPERTIES, INC.  
Form 10-Q  
November 07, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 10-Q**

( x )

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2013

( )

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 001-12690

UMH PROPERTIES, INC.

(Exact name of registrant as specified in its charter)

Maryland      22-1890929

|   |  |
|---|--|
| (State or other jurisdiction of<br>incorporation or organization) | (I.R.S. Employer<br>identification number) |
|---|--|

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Juniper Business Plaza, 3499 Route 9 North, Suite 3-C, Freehold, NJ 07728

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code (732) 577-9997

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(Former name, former address and former fiscal year, if changed since last report.)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X No     

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes X No   

—

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer

\_\_\_\_\_

Accelerated filer

  X

\_\_\_\_\_

Non-accelerated filer

\_\_\_\_\_

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).

Yes \_\_\_\_\_

No   X  

Indicate the number of shares outstanding of each issuer's class of common stock, as of the latest practicable date:

| <b>Class</b>                            | <b>Outstanding Common Shares as of November 1, 2013</b> |
|---|---|
| Common Stock, \$.10 par value per share | 19,935,975  |

**UMH PROPERTIES, INC. AND SUBSIDIARIES**

**FORM 10-Q**

**FOR THE QUARTER ENDED SEPTEMBER 30, 2013**

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**ITEM 1 FINANCIAL STATEMENTS**

**UMH PROPERTIES, INC. AND SUBSIDIARIES**

**CONSOLIDATED BALANCE SHEETS**

**AS OF SEPTEMBER 30, 2013 AND DECEMBER 31, 2012**

|  | September 30, 2013<br>(Unaudited) | December 31, 2012     |
|--|-----------------------------------|-----------------------|
| <b>- ASSETS -</b>                        |                                   |                       |
| <b>INVESTMENT PROPERTY AND EQUIPMENT</b> |                                   |                       |
| Land                                     | \$ 32,140,214                     | \$ 22,010,714         |
| Site and Land Improvements               | 244,812,246                       | 186,474,330           |
| Buildings and Improvements               | 11,408,401                        | 7,176,980             |
| Rental Homes and Accessories             | 57,821,361                        | 37,828,031            |
| Total Investment Property                | 346,182,222                       | 253,490,055           |
| Equipment and Vehicles                   | 10,718,300                        | 9,495,379             |
| Total Investment Property and Equipment  | 356,900,522                       | 262,985,434           |
| Accumulated Depreciation                 | (81,472,772)                      | (73,270,257)          |
| Net Investment Property and Equipment    | 275,427,750                       | 189,715,177           |
| <b>OTHER ASSETS</b>                      |                                   |                       |
| Cash and Cash Equivalents                | 7,787,475                         | 11,035,824            |
| Securities Available for Sale            | 54,192,697                        | 57,325,440            |
| Inventory of Manufactured Homes          | 14,826,631                        | 11,855,080            |
| Notes and Other Receivables, net         | 26,815,127                        | 22,713,864            |
| Unamortized Financing Costs              | 2,212,267                         | 1,473,454             |
| Prepaid Expenses and Other Assets        | 4,627,934                         | 910,875               |
| Land Development Costs                   | 5,694,839                         | 5,251,501             |
| Total Other Assets                       | 116,156,970                       | 110,566,038           |
| <b>TOTAL ASSETS</b>                      | <b>\$391,584,720</b>              | <b>\$ 300,281,215</b> |

See Accompanying Notes to Consolidated Financial Statements

**UMH PROPERTIES, INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS    CONTINUED**  
**AS OF SEPTEMBER 30, 2013 AND DECEMBER 31, 2012**

|   | September 30, 2013<br>(Unaudited) | December 31, 2012     |
|---|-----------------------------------|-----------------------|
| <b>- LIABILITIES AND SHAREHOLDERS    EQUITY -</b>   |                                   |                       |
| <b>LIABILITIES:</b>   |                                   |                       |
| MORTGAGES PAYABLE   | \$ 153,982,521                    | \$ 108,871,352        |
| OTHER LIABILITIES   |                                   |                       |
| Accounts Payable  | 2,114,184                         | 1,070,021             |
| Loans Payable   | 43,126,297                        | 10,441,605            |
| Accrued Liabilities and Deposits  | 3,965,564                         | 3,609,615             |
| Tenant Security Deposits  | 2,005,252                         | 1,303,374             |
| Total Other Liabilities   | 51,211,297                        | 16,424,615            |
| Total Liabilities   | 205,193,818                       | 125,295,967           |
| <b>COMMITMENTS AND CONTINGENCIES</b>  |                                   |                       |
| <b>SHAREHOLDERS    EQUITY:</b>  |                                   |                       |
| Series A    8.25% Cumulative Redeemable Preferred Stock,<br>par value \$0.10 per share, 3,663,800 shares authorized,<br>issued and outstanding as of September 30, 2013 and<br>December 31, 2012, respectively        | 91,595,000                        | 91,595,000            |
| Common Stock    \$0.10 par value per share, 42,000,000<br>shares<br><br>authorized, 19,573,027 and 17,111,882 shares issued and<br><br>outstanding as of September 30, 2013 and December 31,<br>2012,    respectively | 1,957,303                         | 1,711,188             |
| Excess Stock - \$0.10 par value per share, 3,000,000 shares<br>authorized; no shares issued or outstanding  | -0-                               | -0-                   |
| Additional Paid-In Capital  | 100,729,012                       | 76,110,692            |
| Accumulated Other Comprehensive Income  | 1,781,843                         | 6,236,161             |
| Accumulated Deficit   | (9,672,256)                       | (667,793)             |
| Total Shareholders    Equity  | 186,390,902                       | 174,985,248           |
|   | <b>\$391,584,720</b>              | <b>\$ 300,281,215</b> |



**TOTAL LIABILITIES AND SHAREHOLDERS  
EQUITY**

See Accompanying Notes to Consolidated Financial Statements

## UMH PROPERTIES, INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF INCOME (LOSS) (UNAUDITED)

## FOR THE THREE AND NINE MONTHS ENDED

## SEPTEMBER 30, 2013 AND 2012

|                                      | THREE MONTHS ENDED |                   | NINE MONTHS ENDED |                   |
|--------------------------------------|--------------------|-------------------|-------------------|-------------------|
|                                      | 2013               | 2012              | 2013              | 2012              |
| <b>INCOME:</b>                       |                    |                   |                   |                   |
| Rental and Related Income            | \$13,992,765       | \$9,836,479       | \$39,390,342      | \$27,503,514      |
| Sales of Manufactured Homes          | 2,261,201          | 2,350,189         | 6,387,844         | 6,718,129         |
| <b>Total Income</b>                  | <b>16,253,966</b>  | <b>12,186,668</b> | <b>45,778,186</b> | <b>34,221,643</b> |
| <b>EXPENSES:</b>                     |                    |                   |                   |                   |
| Community Operating Expenses         | 7,623,566          | 5,293,777         | 20,490,055        | 14,967,951        |
| Cost of Sales of Manufactured Homes  | 1,843,231          | 2,103,234         | 5,344,231         | 6,143,637         |
| Selling Expenses                     | 550,345            | 540,831           | 1,489,207         | 1,600,576         |
| General and Administrative Expenses  | 1,688,095          | 1,233,191         | 4,425,483         | 3,657,257         |
| Franchise Taxes                      | 66,000             | 33,000            | 198,000           | 99,000            |
| Acquisition Costs                    | 94,711             | 483,119           | 957,488           | 753,060           |
| Depreciation Expense                 | 3,069,509          | 1,930,158         | 8,468,603         | 5,231,579         |
| <b>Total Expenses</b>                | <b>14,935,457</b>  | <b>11,617,310</b> | <b>41,373,067</b> | <b>32,453,060</b> |
| <b>OTHER INCOME (EXPENSE):</b>       |                    |                   |                   |                   |
| Interest Income                      | 551,750            | 512,127           | 1,640,076         | 1,487,902         |
| Dividend Income                      | 895,577            | 830,303           | 2,494,222         | 2,404,045         |
| Gain on Securities Transactions, net | 112,915            | 1,214,664         | 3,793,925         | 3,495,730         |
| Other Income                         | 64,357             | 52,195            | 182,139           | 607,454           |
| Interest Expense                     | (2,136,730)        | (1,689,112)       | (5,707,864)       | (4,355,279)       |
| Amortization of Financing Costs      | (87,990)           | (73,413)          | (255,370)         | (212,739)         |
| <b>Total Other Income (Expense)</b>  | <b>(600,121)</b>   | <b>846,764</b>    | <b>2,147,128</b>  | <b>3,427,113</b>  |
| Income before Loss on Sales of       |                    |                   |                   |                   |
| Investment Property and Equipment    | 718,388            | 1,416,122         | 6,552,247         | 5,195,696         |
| Gain (Loss) on Sales of Investment   |                    |                   |                   |                   |
| Property and Equipment               | 82,489             | (10,368)          | 17,580            | (21,209)          |

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|  |               |           |           |             |
|--|---------------|-----------|-----------|-------------|
| <b>Net Income</b>                        | 800,877       | 1,405,754 | 6,569,827 | 5,174,487   |
| Less: Preferred Dividend                 | 1,889,147     | 1,244,616 | 5,667,441 | 2,865,650   |
| <b>Net Income (Loss) Attributable to</b> |               |           |           |             |
| <b>Common Shareholders</b>               | \$(1,088,270) | \$161,138 | \$902,386 | \$2,308,837 |

See Accompanying Notes to Consolidated Financial Statements

**UMH PROPERTIES, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF INCOME (LOSS) CONTINUED (UNAUDITED)**  
**FOR THE THREE AND NINE MONTHS ENDED**  
**SEPTEMBER 30, 2013 AND 2012**

|  | THREE MONTHS ENDED |            | NINE MONTHS ENDED |            |
|--|--------------------|------------|-------------------|------------|
|  | 2013               | 2012       | 2013              | 2012       |
| <b>Basic Income Per Share:</b>                     |                    |            |                   |            |
| Net Income   | \$0.04             | \$0.08     | \$0.36            | \$0.32     |
| Less: Preferred Dividend                           | 0.10               | 0.08       | 0.31              | 0.18       |
| Net Income (Loss) Attributable to Common           |                    |            |                   |            |
|  | \$(0.06)           | \$-0-      | \$0.05            | \$0.14     |
| Shareholders                                       |                    |            |                   |            |
| <b>Diluted Income Per Share:</b>                   |                    |            |                   |            |
| Net Income   | \$0.04             | \$0.08     | \$0.36            | \$0.32     |
| Less: Preferred Dividend                           | 0.10               | 0.08       | 0.31              | 0.18       |
| Net Income (Loss) Attributable to Common           |                    |            |                   |            |
|  | \$(0.06)           | \$-0-      | \$0.05            | \$0.14     |
| Shareholders                                       |                    |            |                   |            |
| <b>Weighted Average Common Shares Outstanding:</b> |                    |            |                   |            |
| Basic  | 19,067,845         | 16,395,075 | 18,239,574        | 15,965,772 |
| Diluted  | 19,067,845         | 16,466,881 | 18,309,728        | 16,029,499 |

See Accompanying Notes to Consolidated Financial Statements

**UMH PROPERTIES, INC. AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS) (UNAUDITED)**

**FOR THE THREE AND NINE MONTHS ENDED**

**SEPTEMBER 30, 2013 AND 2012**

|   | THREE MONTHS ENDED |               | NINE MONTHS ENDED |             |
|---|--------------------|---------------|-------------------|-------------|
|   | 2013               | 2012          | 2013              | 2012        |
| <b>Net Income</b>                                     | \$800,877          | \$1,405,754   | \$6,569,827       | \$5,174,487 |
| <b>Other Comprehensive Income:</b>                    |                    |               |                   |             |
| Unrealized Holding Gain (Loss) Arising                |                    |               |                   |             |
| During the Period                                     | (3,234,361)        | (1,051,894)   | (941,378)         | 8,612,253   |
| Reclassification Adjustment for Net Gains             |                    |               |                   |             |
| Realized in Income                                    | (112,915)          | (1,214,664)   | (3,793,925)       | (3,495,730) |
| Change in Fair Value of Interest Rate Swap Agreements | (110,287)          | (78,413)      | 280,985           | (276,972)   |
| <b>Comprehensive Income (Loss)</b>                    | (2,656,686)        | (939,217)     | 2,115,509         | 10,014,038  |
| Less: Preferred Dividend                              | 1,889,147          | 1,244,616     | 5,667,441         | 2,865,650   |
| <b>Comprehensive Income (Loss) Attributable to</b>    |                    |               |                   |             |
| <b>Common Shareholders</b>                            | \$(4,545,833)      | \$(2,183,833) | \$(3,551,932)     | \$7,148,388 |

See Accompanying Notes to Consolidated Financial Statements

**UMH PROPERTIES, INC. AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)**

**FOR THE NINE MONTHS ENDED**

**SEPTEMBER 30, 2013 AND 2012**

|   | 2013         | 2012         |
|---|--------------|--------------|
| <b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>                        |              |              |
| Net Income  | \$6,569,827  | \$5,174,487  |
| Non-Cash Adjustments:   |              |              |
| Depreciation  | 8,468,603    | 5,231,579    |
| Amortization of Financing Costs                                     | 255,370      | 212,739      |
| Stock Compensation Expense  | 637,079      | 441,368      |
| Increase in Provision for Uncollectible Notes and Other Receivables | 442,083      | 557,457      |
| Gain on Securities Transactions, net                                | (3,793,925)  | (3,495,730)  |
| (Gain) Loss on Sales of Investment Property and Equipment           | (17,580)     | 21,209       |
| Changes in Operating Assets and Liabilities:                        |              |              |
| Inventory of Manufactured Homes                                     | (2,971,551)  | (2,431,013)  |
| Notes and Other Receivables   | (4,543,346)  | (1,646,931)  |
| Prepaid Expenses and Other Assets                                   | (3,717,059)  | (544,900)    |
| Accounts Payable  | 1,044,163    | 737,719      |
| Accrued Liabilities and Deposits                                    | 636,934      | 109,319      |
| Tenant Security Deposits  | 701,878      | 343,326      |
| Net Cash Provided by Operating Activities                           | 3,712,476    | 4,710,629    |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>                        |              |              |
| Purchase of Manufactured Home Communities                           | (74,750,000) | (39,650,000) |
| Purchase of Investment Property and Equipment                       | (20,252,444) | (12,314,454) |
| Proceeds from Sales of Assets                                       | 838,848      | 888,157      |
| Additions to Land Development                                       | (443,338)    | (309,613)    |
| Purchase of Securities Available for Sale                           | (15,041,535) | (14,258,362) |
| Proceeds from Sales of Securities Available for Sale                | 17,232,900   | 12,601,396   |
| Net Cash Used in Investing Activities                               | (92,415,569) | (53,042,876) |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>                        |              |              |
| Proceeds from Mortgages   | 53,760,000   | 25,380,000   |
| Net Proceeds on short term borrowing                                | 32,684,692   | -0-          |
| Principal Payments of Mortgages and Loans                           | (8,648,831)  | (8,134,938)  |
| Financing Costs on Debt   | (994,183)    | (351,755)    |
| Proceeds from Issuance of Preferred Stock, net of offering costs    | -0-          | 25,702,218   |
| Proceeds from Issuance of Common Stock, net of reinvestments        | 22,831,429   | 11,888,930   |
| Preferred Dividends Paid  | (5,667,441)  | (2,865,650)  |
| Common Dividends Paid, net of amount reinvested                     | (8,510,922)  | (7,643,923)  |



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|  |                    |                    |
|--|--------------------|--------------------|
| Net Cash Provided by Financing Activities      | 85,454,744         | 43,974,882         |
| NET INCREASE IN CASH AND CASH EQUIVALENTS      | (3,248,349)        | (4,357,365)        |
| CASH AND CASH EQUIVALENTS-BEGINNING OF PERIOD  | 11,035,824         | 8,798,023          |
| <b>CASH AND CASH EQUIVALENTS-END OF PERIOD</b> | <b>\$7,787,475</b> | <b>\$4,440,658</b> |

See Accompanying Notes to Consolidated Financial Statements

**UMH PROPERTIES, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**SEPTEMBER 30, 2013 (UNAUDITED)**

**NOTE 1 ORGANIZATION AND ACCOUNTING POLICIES**

UMH Properties, Inc. ( we , our , us or the Company ) owns and operates sixty-eight manufactured home communities containing approximately 12,800 developed home sites. The communities are located in New Jersey, New York, Ohio, Pennsylvania, Tennessee, Indiana and Michigan. In October 2013, we acquired Rolling Hills Estates, a 91-site community in Carlisle, Pennsylvania (See Note 10). In November 2013, we acquired five manufactured home communities located in Ohio and New York for a total of 519 sites (See Note 10). With these acquisitions, we now own seventy-four communities consisting of approximately 13,400 sites. The Company, through its wholly-owned taxable subsidiary, UMH Sales and Finance, Inc. (S&F), conducts manufactured home sales in its communities. S&F was established to enhance the occupancy of the communities. The consolidated financial statements of the Company include S&F and all of its other wholly-owned subsidiaries. All intercompany transactions and balances have been eliminated in consolidation. The Company also invests in securities of other Real Estate Investment Trusts (REITs).

The Company has elected to be taxed as a REIT under Sections 856-860 of the Internal Revenue Code (the Code), and intends to maintain its qualification as a REIT in the future. As a qualified REIT, with limited exceptions, the Company will not be taxed under federal and certain state income tax laws at the corporate level on taxable income that it distributes to its shareholders. For special tax provisions applicable to REITs, refer to Sections 856-860 of the Code. The Company is subject to franchise taxes in some of the states in which the Company owns property.

The interim Consolidated Financial Statements furnished herein have been prepared in accordance with accounting principles generally accepted in the United States of America (US GAAP) applicable to interim financial information, the instructions to Form 10-Q, and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by US GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three and nine months ended September 30, 2013 are not necessarily indicative of the results that may be expected for the year ending December 31, 2013. For further information, refer to the Consolidated Financial Statements and footnotes thereto included in the Company's annual report on Form 10-K for the year ended December 31, 2012.

**Use of Estimates**

In preparing the Consolidated Financial Statements in accordance with US GAAP, management is required to make estimates and assumptions that affect the reported amounts of Assets and Liabilities, as well as contingent Assets and Liabilities as of the dates of the Consolidated Balance Sheets and Revenue and Expenses for the years then ended. Actual results could differ significantly from these estimates and assumptions.

Stock Based Compensation

The Company accounts for awards of stock options and restricted stock in accordance with ASC 718-10, Compensation-Stock Compensation. ASC 718-10 requires that compensation cost for all stock awards be calculated and amortized over the service period (generally equal to the vesting period). The compensation cost for stock option grants is determined using option pricing models, intended to estimate the fair value of the awards at the grant date less estimated forfeitures. The compensation expense for restricted stock is recognized based on the fair value of the restricted stock awards less estimated forfeitures. The fair value of restricted stock awards is equal to the fair value of the Company's stock on the grant date. Compensation costs of \$227,702 and \$637,079 have been recognized for the three and nine months ended September 30, 2013, respectively, and \$225,424 and \$441,368 for the three and nine months ended September 30, 2012, respectively.

On February 28, 2013, the Company granted an option to purchase 10,000 shares of common stock to one participant under the 2003 Stock Option and Award Plan, as amended. The exercise price is \$10.02 and the expiration date is February 28, 2021. The grant date fair value of this option amounted to approximately \$13,000. This grant vests over 1 year.

On June 13, 2013, the shareholders approved and ratified the Company's 2013 Stock Option and Stock Award Plan (the Plan) authorizing the grant to officers and key employees of options to purchase up to 3,000,000 shares of common stock. All options are exercisable one year from the date of grant. The option price shall not be below the fair market value at date of grant. If options granted under the Plan expire or terminate for any reason without having been exercised in full, the shares subject to, but not delivered under, such options shall become available for additional option grants under the Plan. This Plan replaced the Company's 2003 Stock Option and Award Plan, as amended, which, pursuant to its terms, terminated in 2013. The outstanding options under the 2003 Stock Option and Award Plan, as amended, remain outstanding until exercised, forfeited or expired.

On June 26, 2013, the Company granted options to purchase 382,000 shares of common stock to twenty four participants under the Plan, including an option to purchase 100,000 shares to Eugene W. Landy. The exercise price is \$10.08 and the expiration date is June 26, 2021. The grant date fair value of these options amounted to approximately \$542,400. This grant vests over 1 year. Compensation costs for grants to participants who are of retirement age were recognized at time of grant.

The fair value of each option grant is estimated on the date of grant using the Black-Scholes option pricing model with the following weighted-average assumptions used for grants during the nine months ended September 30, 2013:

|                |       |
|----------------|-------|
|                | 2013  |
| Dividend yield | 6.67% |

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|                         |        |
|-------------------------|--------|
| Expected volatility     | 32.37% |
| Risk-free interest rate | 1.96%  |
| Expected lives          | 8      |
| Estimated forfeitures   | -0-    |

The weighted-average fair value of options granted during the nine months ended September 30, 2013 was \$1.42.

As of September 30, 2013, there were options outstanding to purchase 1,095,000 shares. There were 2,618,000 shares available for grant under the Plan. During the nine months ended September 30, 2013, options to nine employees to purchase a total of 82,000 shares expired. The aggregate intrinsic value of options outstanding as of September 30, 2013 was \$525,043. As of September 30, 2012, there were options outstanding to purchase 789,000 shares and 518,188 shares were available for grant under the Company's 2003 Stock Option and Stock Award Plan, as amended.

### Derivative Instruments and Hedging Activities

In the normal course of business, the Company is exposed to financial market risks, including interest rate risk on our variable rate debt. We attempt to limit these risks by following established risk management policies, procedures and strategies, including the use of derivative financial instruments. The Company's primary strategy in entering into derivative contracts is to minimize the variability that changes in interest rates could have on its future cash flows. The Company generally employs derivative instruments that effectively convert a portion of its variable rate debt to fixed rate debt. The Company does not enter into derivative instruments for speculative purposes. The Company had entered into various interest rate swap agreements that had the effect of fixing interest rates relative to specific mortgage loans.

During 2012, the Company entered into two interest rate swap agreements that have the effect of fixing interest rates relative to specific mortgage loans as follows:

|                   |               | Mortgage | Effective     | Balance      |
|-------------------|---------------|----------|---------------|--------------|
|                   |               | Due Date | Interest Rate | Fixed Rate   |
|                   |               |          |               | 9/30/13      |
| Allentown/Clinton |               | 2/1/2017 | LIBOR + 3.25% | 4.39%        |
| Various           | 11 properties | 8/1/2017 | LIBOR + 3.00% | 3.89%        |
|                   |               |          |               | \$10,877,740 |
|                   |               |          |               | \$13,085,352 |

The Company's interest rate swap agreements are based upon 30-day LIBOR. The re-pricing and scheduled maturity dates, payment dates, index and the notional amounts of the interest rate swap agreements coincide with those of the underlying mortgage. The interest rate swap agreements are net settled monthly. The Company has designated these derivatives as cash flow hedges and has recorded the fair value on the balance sheet in accordance with ASC 815, Derivatives and Hedging (See Note 7 for information on the determination of fair value). The effective portion of the gain or loss on these hedges will be reported as a component of Accumulated Other Comprehensive Income in our Consolidated Balance Sheets. To the extent that the hedging relationships are not effective or do not qualify as cash flow hedges, the ineffective portion is recorded in Interest Expense. Hedges that received designated hedge accounting treatment are evaluated for effectiveness at the time that they are designated as well as through the hedging period. As of September 30, 2013 and December 31, 2012, the Company has determined that these interest rate swap agreements are highly effective as cash flow hedges. As a result, the fair value of these derivatives of \$(96,810) and \$(377,795), respectively, was recorded as a component of Accumulated Other Comprehensive Income, with the

corresponding

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liability included in Accrued Liabilities and Deposits.

Recent Accounting Pronouncements

In February 2013, the FASB issued ASU 2013-02, Comprehensive Income (Topic 220): Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income. ASU 2013-02 does not change the current requirements for reporting net income or other comprehensive income in financial statements. However, ASU 2013-02 requires an entity to provide information about the amounts reclassified out of Accumulated Other Comprehensive Income by component. In addition, an entity is required to present, either on the face of the statement where net income is presented or in the notes, significant amounts reclassified out of Accumulated Other Comprehensive Income by the respective line items of net income but only if the amount reclassified is required under US GAAP to be reclassified to net income in its entirety in the same reporting period. For other amounts that are not required under US GAAP to be reclassified in their entirety to net income, an entity is required to cross-reference to other disclosures required under US GAAP that provide additional detail about those amounts. This ASU is effective prospectively for reporting periods beginning on or after December 15, 2012. The adoption of ASU 2013-02 did not have a material impact on our financial position, results of operations or cash flows.

Management does not believe that any other recently issued, but not yet effective accounting pronouncements, if adopted, would have a material effect on the accompanying consolidated financial statements.

Reclassifications

Certain amounts in the financial statements for the prior periods have been reclassified to conform to the statement presentation for the current periods.

NOTE 2 NET INCOME (LOSS) PER SHARE

Basic Net Income (Loss) per Share is calculated by dividing Net Income (Loss) by the weighted average shares outstanding for the period. Diluted Net Income (Loss) per Share is calculated by dividing Net Income (Loss) by the weighted average number of common shares outstanding plus the weighted average number of net shares that would be issued upon exercise of stock options pursuant to the treasury stock method. Common stock equivalents resulting from stock options in the amount of -0- and 70,154 shares for the three and nine months ended September 30, 2013, respectively, are included in the diluted weighted shares outstanding. Common stock equivalents resulting from stock



options in the amount of 71,806 and 63,727 shares for the three and nine months ended September 30, 2012, respectively, are included in the diluted weighted average shares outstanding. As of September 30, 2013 and 2012, options to purchase 504,000 and 586,000 shares, respectively, were antidilutive.

NOTE 3 INVESTMENT PROPERTY AND EQUIPMENT

On March 1, 2013, the Company acquired 10 manufactured home communities for approximately \$67,500,000. These 10 all-age communities total 1,854 sites and are situated on approximately 400 acres. There are five communities located in Indiana, four communities located in Pennsylvania, and one community located in Michigan. The average occupancy for these communities at closing was approximately 85%. The Company obtained a \$53,760,000 mortgage loan from JP Morgan Chase Bank, N.A. and paid the balance with cash on hand (see Note 5).

On April 2, 2013, the Company acquired Holiday Mobile Village, a 274-site manufactured home community situated on approximately 68 acres, located in Nashville, Tennessee, for a purchase price of \$7,250,000. The occupancy for this community at closing was approximately 82%. The Company used its Unsecured Revolving Credit Facility with Bank of Montreal to finance this acquisition (see Note 5).

NOTE 4 SECURITIES AVAILABLE FOR SALE

The Company holds a portfolio of securities of other REITs. During the nine months ended September 30, 2013, the Company sold securities with a cost of \$13,438,975 and recognized a Gain on Sale of \$3,793,925. The Company also made purchases of \$15,041,535 in Securities Available for Sale. Of this amount, the Company made total purchases of 75,407 common shares of Monmouth Real Estate Investment Corporation (MREIC), a related REIT, through MREIC's Dividend Reinvestment and Stock Purchase Plan for a total cost of \$693,898 or weighted average cost of \$9.20 per share. The Company owned a total of 1,842,554 MREIC common shares as of September 30, 2013 at a total cost of \$15,215,092 and a fair value of \$16,711,967.

As of September 30, 2013, the Company had twenty one securities that were temporarily impaired. The Company considers many factors in determining whether a security is other than temporarily impaired, including the nature of the security and the cause, severity and duration of the impairment.

The following is a summary of temporarily impaired securities at September 30, 2013:

|                 | Less Than 12 Months  |                           | 12 Months or Longer  |                           |
|-----------------|----------------------|---------------------------|----------------------|---------------------------|
|                 | Fair<br><u>Value</u> | Unrealized<br><u>Loss</u> | Fair<br><u>Value</u> | Unrealized<br><u>Loss</u> |
| Preferred Stock | \$ 10,098,722        | \$ (497,141)              | \$ -0-               | \$ -0-                    |

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|              |               |              |        |        |
|--------------|---------------|--------------|--------|--------|
| Common Stock | 11,256,803    | (376,913)    | \$ -0- | \$ -0- |
| Total        | \$ 21,355,525 | \$ (874,054) | \$ -0- | \$ -0- |

The following is a summary of the range of the losses on these temporarily impaired securities:

| Number of                    |                   |                        |                      |
|------------------------------|-------------------|------------------------|----------------------|
| <u>Individual Securities</u> | <u>Fair Value</u> | <u>Unrealized Loss</u> | <u>Range of Loss</u> |
| 16                           | \$ 19,512,875     | \$ (521,116)           | 0% to 10%            |
| 5                            | 1,842,650         | (352,938)              | 11% to 20%           |
| 21                           | \$ 21,355,525     | \$ (874,054)           |                      |

The Company has determined that these securities are temporarily impaired as of September 30, 2013. The Company normally holds REIT securities long term and has the ability and intent to hold securities to recovery. As of September 30, 2013, the Company had total net unrealized gains of \$1,878,653 in its REIT securities portfolio.

#### NOTE 5 LOANS AND MORTGAGES PAYABLE

On February 27, 2013, the Company had one mortgage loan due for D&R Village and Waterfalls Village with a balance of approximately \$7,400,000. Under the terms of the loan agreement, this loan may be extended for an additional two years. Management has extended this loan to February 27, 2015. Interest during the extension period is at LIBOR plus 225 basis points.

On March 1, 2013, the Company obtained a \$53,760,000 mortgage loan from JP Morgan Chase Bank, N.A. on its 10 community acquisition. The Company also included 3 additional communities in this mortgage. Interest on the mortgage loan is fixed at 4.065%. This mortgage loan matures on March 1, 2023.

On March 29, 2013, the Company entered into a new \$35 million Unsecured Revolving Credit Facility with Bank of Montreal ( BMO Line ). The Company has the ability to increase the borrowing capacity by an amount not to exceed \$15 million, representing a maximum aggregate borrowing capacity of \$50 million, subject to various conditions, as defined in the agreement. The maturity date of the BMO Line is March 29, 2016 with a one year extension available at the Company's option. Borrowings under the BMO Line can be used for, among other things, acquisitions, working capital, capital expenditures, and repayment of other indebtedness. Borrowings will bear interest at the Company's option of LIBOR plus 2.00% to 2.75% or BMO's prime lending rate plus 1.00% to 1.75%, based on the Company's overall leverage. The Company will pay a fee on the unused commitment amount of up to 0.35% per annum. The BMO Line replaces the Company's current \$5.0 million unsecured line of credit. On April 1, 2013, the Company borrowed \$20,000,000 on the BMO Line in anticipation of the acquisition of Holiday Mobile Village and for other corporate purposes. Based on the current leverage ratio, interest on this borrowing is at LIBOR plus 225 basis points.

On April 3, 2013, the Company repaid its mortgages on Cranberry Village and Forest Park for a total amount of approximately \$5,700,000. The interest rate on these mortgages was 6.8%.

In June 2013, the Company modified its mortgage on Sunny Acres and Suburban Estates. The interest rate was reduced from a fixed rate of 6.5% to a fixed rate of 4.0%. The maturity date was accelerated from June 1, 2020 to June 1, 2018.

#### NOTE 6 - SHAREHOLDERS' EQUITY

##### Common Stock

On September 16, 2013, the Company paid \$3,456,304 of which \$522,317 was reinvested, as a dividend of \$0.18 per share to common shareholders of record as of close of business on August 15, 2013. Total dividends paid for the nine months ended September 30, 2013 amounted to \$9,906,849 of which \$1,395,927 was reinvested.

During the nine months ended September 30, 2013, the Company received, including dividends reinvested, a total of \$24,227,356 from its Dividend Reinvestment and Stock Purchase Plan (DRIP). There were 2,461,145 new shares issued under the DRIP.

On October 1, 2013, the Company declared a dividend of \$0.18 per share to be paid December 16, 2013 to common shareholders of record as of close of business on November 15, 2013.

##### 8.25% Series A Cumulative Redeemable Preferred Stock

On September 16, 2013, the Company paid \$1,889,147 in Preferred Dividends or \$0.515625 per share for the period from June 1, 2013 through August 31, 2013 to preferred shareholders of record as of close of business on August 15, 2013. Series A preferred share dividends are cumulative and payable quarterly at an annual rate of \$2.0625 per share. Total Preferred Dividends paid for the nine months ended September 30, 2013 amounted to \$5,667,441.

On October 1, 2013, the Company declared a Preferred Dividend of \$0.515625 per share for the period from September 1, 2013 through November 30, 2013 to be paid on December 16, 2013 to preferred shareholders of record as of close of business on November 15, 2013.



NOTE 7 - FAIR VALUE MEASUREMENTS

In accordance with ASC 820-10, Fair Value Measurements and Disclosures, the Company measures certain financial Assets and Liabilities at fair value on a recurring basis, including Securities Available for Sale. The fair value of these financial Assets and Liabilities was determined using the following inputs at September 30, 2013 and December 31, 2012:

## Fair Value Measurements at Reporting Date Using

|   |              | Quoted<br>Prices in<br>Active<br>Markets for<br>Identical<br>Assets<br>(Level 1) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) |
|---|--------------|--|---|--|
| <u>As of September 30, 2013:</u>                | Total        |  |   |  |
| Securities Available for Sale - Preferred stock | \$22,021,571 | \$22,021,571   | \$-0-   | \$-0-  |
| Securities Available for Sale - Common stock    | 32,171,126   | 32,171,126   | -0-   | -0-  |
| Interest Rate Swap (1)                          | (96,810)     | -0-  | (96,810)  | -0-  |
| Total   | \$54,095,887 | \$54,192,697   | \$(96,810)  | \$-0-  |

As of December 31, 2012:

|   |              |              |             |       |
|---|--------------|--------------|-------------|-------|
| Securities Available for Sale - Preferred stock | \$18,300,970 | \$18,300,970 | \$-0-       | \$-0- |
| Securities Available for Sale - Common stock    | 39,024,470   | 39,024,470   | -0-         | -0-   |
| Interest Rate Swap (1)                          | (377,795)    | -0-          | (377,795)   | -0-   |
| Total   | \$56,947,645 | \$57,325,440 | \$(377,795) | \$-0- |

(1)

Included in Accrued Liability and Deposits



The Company is required to disclose certain information about fair values of financial instruments, as defined in ASC 825-10, Financial Instruments. Estimates of fair value are made at a specific point in time, based upon, where available, relevant market prices and information about the financial instrument. Such estimates do not include any premium or discount that could result from offering for sale at one time the Company's entire holdings of a particular financial instrument. All of the Company's Securities Available for Sale have quoted market prices and are therefore classified in Level 1 of the fair value hierarchy. A quoted market price is indirectly available for our interest rate swap. This price is determined using widely accepted valuation techniques, including discounted cash flow analysis on the expected cash flows, and reflects the contractual terms of the derivative, including the period to maturity, and uses observable market-based inputs. As such, we have determined that the valuation of this interest rate swap is classified in Level 2 of the fair value hierarchy.

The fair value of Cash and Cash Equivalents and Notes Receivable approximates their current carrying amounts since all such items are short-term in nature. The fair value of Variable Rate Mortgages Payable and Loans Payable approximate their current carrying amounts since such amounts payable are at approximately a weighted-average current market rate of interest. As of September 30, 2013, the fair and carrying value of Fixed Rate Mortgages Payable amounted to \$123,530,172 and \$121,497,526, respectively. The fair value of Mortgages Payable is estimated based upon discounted cash flows at current market rates for instruments with similar remaining terms.

#### NOTE 8 - CONTINGENCIES AND COMMITMENTS

From time to time, the Company may be subject to claims and litigation in the ordinary course of business. Management does not believe that any such claims or litigation have a material adverse effect on the financial position or results of operations.

In 2010, a rainstorm bringing 13 inches of rain in a two-hour period caused flooding at Memphis Mobile City. All homes owned by the Company were fully restored as were the homes of all residents who elected to make repairs. On May 9, 2011, the Company was notified that a lawsuit had been filed in the United States District Court for the Western District of Tennessee on behalf of a purported class of all individuals of Mexican national origin who are current or former residents of Memphis Mobile City. The Complaint alleges various claims based on federal and state discrimination and consumer protection laws, seeking monetary damages and injunctive relief. The Complaint was served on August 29, 2011. The Company believes the action to be without merit and plans to defend it vigorously. The Company's insurance company is supporting its defense of this action.

In addition to the acquisition of the six communities completed in October and November of 2013 (see Note 10), the Company has entered into a definitive agreement to purchase eight manufactured home communities with a total of approximately 1,000 developed home sites. These communities are located in Ohio. The aggregate purchase price of these communities totals approximately \$25 million. In conjunction with the purchase of these communities, the Company will assume mortgages totaling approximately \$18 million. Subject to satisfactory due diligence, we anticipate closing this transaction during the first quarter of 2014.

#### NOTE 9 - SUPPLEMENTAL CASH FLOW INFORMATION

Cash paid for interest during the nine months ended September 30, 2013 and 2012 was \$6,038,861 and \$4,738,378, respectively. Interest cost capitalized to Land Development was \$215,865 and \$213,470 for the nine months ended September 30, 2013 and 2012, respectively.

During the nine months ended September 30, 2013 and 2012, the Company had Dividend Reinvestments of \$1,395,927 and \$1,023,366, respectively, which required no cash transfers.

NOTE 10 SUBSEQUENT EVENTS

Management has evaluated subsequent events for disclosure and/or recognition in the financial statements through the date that the financial statements were issued.

On October 1, 2013, the Company acquired Rolling Hills Estates, a 91-site manufactured home community situated on approximately 34 acres, located in Carlisle, Pennsylvania, for a purchase price of approximately \$1.7 million. The occupancy for this community at closing was approximately 91%.

On November 6, 2013, the Company acquired five manufactured home communities for an aggregate purchase price of \$11,800,000. These five all-age communities contain a total of 519 developed home sites that are situated on approximately 200 total acres. This portfolio consists of Melrose Village, Melrose West, Little Chippewa, and Auburn Estates located in Ohio and Youngstown located in New York. The average occupancy for these communities is approximately 82%. The Company assumed a \$7,700,000 mortgage loan. This mortgage is at a fixed interest rate of 4.75% and matures on December 6, 2022.

NOTE 11 PROFORMA FINANCIAL INFORMATION (UNAUDITED)

The following unaudited pro forma condensed financial information reflects the acquisitions during 2012 and through September 30, 2013. This information has been prepared utilizing the historical financial statements of the Company and the effect of additional Revenue and Expenses from the properties acquired during this period assuming that the acquisitions had occurred as of January 1, 2012, after giving effect to certain adjustments including: (a) Rental and Related Income; (b) community Operating Expenses; (c) Interest Expense resulting from the assumed increase in mortgages and Loans Payable related to the new acquisitions; (d) Depreciation Expense related to the new acquisitions; and (e) Net Income (Loss) Attributable to Common Shareholders which has been reduced by Preferred Dividends related to the proceeds from capital raising used for property acquisitions. The unaudited pro forma condensed financial information is not indicative of the results of operations that would have been achieved had the acquisitions reflected herein been consummated on the dates indicated or that will be achieved in the future.

|                           | Three Months Ended |              | Nine Months Ended |              |
|---------------------------|--------------------|--------------|-------------------|--------------|
|                           | 9/30/13            | 9/30/12      | 9/30/13           | 9/30/12      |
| Rental and Related Income | \$13,993,000       | \$13,270,000 | \$41,219,000      | \$39,421,000 |

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|                                   |             |           |            |            |
|-----------------------------------|-------------|-----------|------------|------------|
| Community Operating Expenses      | 7,624,000   | 6,789,000 | 21,284,000 | 20,286,000 |
| Net Income (Loss) Attributable to |             |           |            |            |
| Common Shareholders               | (1,088,000) | 367,000   | 1,307,000  | 3,105,000  |
| Net Income (Loss) Attributable to |             |           |            |            |
| Common Shareholders per Share:    |             |           |            |            |
| Basic                             | \$(0.06)    | \$0.02    | \$0.07     | \$0.19     |
| Diluted                           | \$(0.06)    | \$0.02    | \$0.07     | \$0.19     |

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## ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### Overview

The following discussion and analysis of the consolidated financial condition and results of operations should be read in conjunction with the Consolidated Financial Statements and footnotes thereto included elsewhere herein and in our annual report on Form 10-K for the year ended December 31, 2012.

The Company is a self-administered, self-managed, REIT with headquarters in Freehold, New Jersey. The Company's primary business is the ownership and operation of manufactured home communities leasing sites on an annual or month-to-month basis to private manufactured home owners. The Company also leases homes to residents and, through its taxable REIT subsidiary, UMH Sales and Finance, Inc. (S&F), sells and finances homes to qualified residents and prospective residents of our communities. At September 30, 2013, the Company owned sixty-eight manufactured home communities containing approximately 12,800 developed home sites. These communities are located in New Jersey, New York, Ohio, Pennsylvania, Tennessee, Indiana and Michigan. The Company also invests in securities of other REITs.

The Company's income primarily consists of Rental and Related Income from the operation of its manufactured home communities. Income also includes sales of manufactured homes as well as sales finance operations.

Current economic indicators show the US economy to be improving. Activity in our communities has recently increased. Occupancy has increased from 80% at year-end to 82% currently. We are seeing increased demand for rental units and during 2013, have added a net of approximately 200 rental units to selected communities as well as acquired 300 rental units with fiscal 2013 community acquisitions. Occupied rental units represent approximately 15% of total occupied sites at quarter end. We hope to convert renters to new homeowners in the future. We will continue to monitor the demand for rental units and may invest in additional rentals in the last quarter of 2013.

The Company also holds a portfolio of securities of other REITs with a fair value of \$54,192,697 at September 30, 2013, which earns Dividend and Interest Income. The dividends received from our securities investments were at a weighted-average yield of approximately 7.0% as of September 30, 2013. During the nine months ended September 30, 2013, the Company recognized Gains on Sales of Securities of \$3,793,925. At September 30, 2013, the Company had Net Unrealized Gains of \$1,878,653 in its REIT securities portfolio. The Company invests in REIT securities on margin from time to time when the Company can achieve an adequate yield spread. The REIT securities portfolio provides the Company with liquidity and additional income and serves as a proxy for real property investments.

The Company intends to continue to increase its real estate investments. In 2011 and

2012, we added twenty-two manufactured home communities, encompassing approximately 2,600 developed home sites, to our portfolio. On March 1, 2013, the Company acquired 10 manufactured home communities for approximately \$67.5 million. These 10 all-age communities total 1,854 sites and are situated on approximately 400 acres. Five of these ten communities are located in Indiana, four communities are located in Pennsylvania, and one community is located in Michigan. The average occupancy for these communities at closing was approximately 85%.

On April 2, 2013, the Company acquired Holiday Mobile Village, a 274-site manufactured home community situated on approximately 68 acres, located in Nashville, Tennessee, for a purchase price of approximately \$7.3 million. The occupancy for this community at closing was approximately 82%. In October and November, 2013 the Company acquired an additional six communities totaling 610 developed home sites in Ohio, New York and Pennsylvania. The aggregate purchase price of these communities totals \$13.5 million. We have also entered into a definitive agreement to purchase eight manufactured home communities with a total of approximately 1,000 developed home sites located on Ohio for a purchase price of approximately \$25 million. We have been positioning ourselves for future growth and will continue to seek opportunistic investments.

See PART I, Item 1 Business in the Company's 2012 annual report on Form 10-K for a more complete discussion of the economic and industry-wide factors relevant to the Company and the opportunities and challenges, and risks on which the Company is focused.

### **Significant Accounting Policies and Estimates**

The discussion and analysis of the Company's financial condition and results of operations are based upon the Company's Consolidated Financial Statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these Consolidated Financial Statements requires management to make estimates and judgments that affect the reported amounts of Assets and Liabilities, Revenues and Expenses, and related disclosure of contingent Assets and Liabilities at the date of the Company's Consolidated Financial Statements. Actual results may differ from these estimates under different assumptions or conditions.

On a regular basis, management evaluates our assumptions, judgments and estimates. Management believes there have been no material changes to the items that we disclosed as our significant accounting policies and estimates under Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations, in our Annual Report on Form 10-K for the year ended December 31, 2012.

### **Changes In Results Of Operations**



Rental and Related Income increased 42% from \$9,836,479 for the three months ended September 30, 2012 to \$13,992,765 for the three months ended September 30, 2013. Rental and Related Income increased 43% from \$27,503,514 for the nine months ended September 30, 2012 to \$39,390,342 for the nine months ended September 30, 2013. This was primarily due to the

acquisitions made during 2012 and 2013, and an increase in rental home income. Occupancy increased from 80% at September 30, 2012 to 82% at September 30, 2013.

Sales of manufactured homes amounted to \$2,261,201 and \$2,350,189 for the quarters ended September 30, 2013 and 2012, respectively. Sales of manufactured homes amounted to \$6,387,844 and \$6,718,129 for the nine months ended September 30, 2013 and 2012, respectively. Cost of Sales of manufactured homes amounted to \$1,843,231 and \$2,103,234 for the quarters ended September 30, 2013 and 2012, respectively. Cost of Sales of manufactured homes amounted to \$5,344,231 and \$6,143,637 for the nine months ended September 30, 2013 and 2012, respectively. Selling Expenses amounted to \$550,345 and \$540,831 for the quarters ended September 30, 2013 and 2012, respectively. Selling Expenses amounted to \$1,489,207 and \$1,600,576 for the nine months ended September 30, 2013 and 2012, respectively. Decreases are directly attributable to the decrease in sales. Loss from the Sales Operations (defined as Sales of manufactured homes less Cost of Sales of manufactured homes less Selling Expenses) amounted to \$132,376 or 6% of total sales and \$293,876 or 13% of total sales for the quarters ended September 30, 2013 and 2012, respectively. Loss from the Sales Operations amounted to \$445,595 or 7% of total sales and \$1,026,084 or 15% of total sales for the nine months ended September 30, 2013 and 2012, respectively. The gross profit percentage was 18% and 11% for the quarters ended September 30, 2013 and 2012, respectively. The gross profit percentage was 16% and 9% for the nine months ended September 30, 2013 and 2012, respectively. This was the result of an increase in sales prices. The Company believes that the sale of new homes produces new rental revenue and is an investment in the upgrading of the communities.

Community Operating Expenses increased 44% from \$5,293,777 for the quarter ended September 30, 2012 to \$7,623,566 for the quarter ended September 30, 2013. Community Operating Expenses increased 37% from \$14,967,951 for the nine months ended September 30, 2012 to \$20,490,055 for the nine months ended September 30, 2013. These increases are primarily due to the acquisitions during 2013 and 2012. Additionally, the Company incurred additional non-recurring expenses relating to deferred maintenance at a number of our acquisitions.

General and Administrative Expenses increased 37% from \$1,233,191 for the quarter ended September 30, 2012 to \$1,688,095 for the quarter ended September 30, 2013. General and Administrative Expenses increased 21% from \$3,657,257 for the nine months ended September 30, 2012 to \$4,425,483 for the nine months ended September 30, 2013. This was primarily due to an increase in personnel and related costs. Over the past four years, the Company has grown almost 88%, based on total number of home sites. Additionally, compensation costs relating to stock option grants and to pension costs to one participant who is of retirement age was recognized at time of grant. This amounted to \$150,000 and \$292,000 for the quarter and nine months ended September 30, 2013, respectively.

Franchise Taxes increased 100% from \$33,000 for the quarter ended September 30, 2012 to \$66,000 for the quarter ended September 30, 2013. Franchise Taxes increased 100% from \$99,000 for the nine months ended September 30, 2012 to \$198,000 for the nine months ended September 30, 2013. These increases are primarily due to the acquisitions during 2013 and 2012.



Acquisition Costs decreased 80% from \$483,119 for the quarter ended September 30, 2012 to \$94,711 for the quarter ended September 30, 2013. Acquisition Costs increased 27% from \$753,060 for the nine months ended September 30, 2012 to \$957,488 for the nine months ended September 30, 2013. Acquisition Costs relate to transaction, due diligence and other related costs associated with the acquisition of the communities.

Depreciation Expense increased 59% from \$1,930,158 for the quarter ended September 30, 2012 to \$3,069,509 for the quarter ended September 30, 2013. Depreciation Expense increased 62% from \$5,231,579 for the nine months ended September 30, 2012 to \$8,468,603 for the nine months ended September 30, 2013. These increases are primarily due to the acquisitions during 2013 and 2012.

Interest Income increased 8% from \$512,127 for the quarter ended September 30, 2012 to \$551,750 for the quarter ended September 30, 2013. Interest Income increased 10% from \$1,487,902 for the nine months ended September 30, 2012 to \$1,640,076 for the nine months ended September 30, 2013. This was primarily due to an increase in Notes Receivable. The average balance of Notes Receivable was approximately \$22,593,000 and \$20,675,000 at September 30, 2013 and 2012, respectively.

Dividend Income remained relatively stable for the three and nine months ended September 30, 2013 as compared to the three and nine months ended September 30, 2012.

Gain on Securities Transactions, net amounted to \$112,915 and \$1,214,664 for the quarter ended September 30, 2013 and 2012, respectively. Gain on Securities Transactions, net amounted to \$3,793,925 and \$3,495,730 for the nine months ended September 30, 2013 and 2012, respectively. At September 30, 2013, the Company had net unrealized gains of \$1,878,653 in its REIT securities portfolio. The dividends received from our securities investments continue to meet our expectations. It is our intent to hold these securities long-term.

Other Income increased 23% from \$52,195 for the three months ended September 30, 2012 to \$64,357 for the three months ended September 30, 2013. Other Income decreased 70% from \$607,454 for the nine months ended September 30, 2012 to \$182,139 for the nine months ended September 30, 2013. The decrease for the nine months was primarily due to the amount received on an oil and gas lease on a community in the second quarter of 2012.

Interest Expense increased 27% from \$1,689,112 for the three months ended September 30, 2012 to \$2,136,730 for the three months ended September 30, 2013. Interest Expense increased 31% from \$4,355,279 for the nine months ended September 30, 2012 to \$5,707,864 for the nine months ended September 30, 2013. These increases are primarily due to the new loan for the ten community acquisition in 2013 and the new loan for the eleven community acquisition in 2012. The Company has reduced its weighted average interest rate on its mortgages 14% from 5.1% at

September 30, 2012 to 4.4% at September 30, 2013.

Amortization of Financing Costs increased 20% from \$73,413 for the three months ended September 30, 2012 to \$87,990 for the three months ended September 30, 2013. Amortization of Financing Costs increased 20% from \$212,739 for the nine months ended September 30, 2012 to

\$255,370 for the nine months ended September 30, 2013. These increases are primarily due to the new mortgage for the acquisition of 10 communities in March 2013.

Income from Community Operations (defined as Rental and Related Income less Community Operating Expenses) amounted to \$6,369,199 and \$4,542,702 for the quarters ended September 30, 2013 and 2012, respectively. Income from Community Operations amounted to \$18,900,287 and \$12,535,563 for the nine months ended September 30, 2013 and 2012, respectively. These increases are primarily due to the acquisitions during 2013 and 2012.

### **Changes in Financial Condition**

Total Investment Property and Equipment increased 36% or \$93,915,088 during the nine months ended September 30, 2013. This increase was primarily due to the acquisitions of 11 communities for an aggregate purchase price of \$74,750,000, which included approximately 300 rental units. The Company also added approximately 200 rental units to its existing communities.

Securities Available for Sale decreased 5% or \$3,132,743 during the nine months ended September 30, 2013. The decrease was due to sales with a cost of \$13,438,975 and a decrease in the unrealized gain of \$4,735,303. This decrease was partially offset by purchases of Securities Available for Sale of \$15,041,535.

Mortgages Payable increased 41% or \$45,111,169 during the nine months ended September 30, 2013. This increase was due to one new mortgage totaling \$53,760,000 partially offset by principal repayments of \$8,648,831. The principal repayment amount included the payoff of the mortgages on Cranberry Village and Forest Park that amounted to approximately \$5,700,000.

Loans Payable increased 313% or \$32,684,692 during the nine months ended September 30, 2013. This increase was mainly due to the draw of \$20,000,000 on the BMO Line for the acquisition of Holiday Mobile Village and for other corporate purposes.

The Company raised \$24,227,356 from the issuance of common stock in the DRIP during the nine months ended September 30, 2013, which included Dividend Reinvestments of \$1,395,927. Dividends paid on the common stock for the nine months ended September 30, 2013 were \$9,906,849, of which \$1,395,927 were reinvested. Dividends paid on the preferred stock for the nine months ended September 30, 2013 were \$5,667,441.

**Liquidity and Capital Resources**

The Company's principal liquidity demands have historically been, and are expected to continue to be, distributions to the Company's stockholders, acquisitions, capital improvements, development and expansions of properties, debt service, purchases of manufactured home inventory, investment in securities of other REITs and payments of expenses relating to real estate operations. We anticipate that the liquidity demands of the recent properties acquired will be met by the operations of these acquisitions. The Company's ability to generate cash adequate to meet these demands is dependent primarily on income from its real estate investments and securities portfolio, the sale of real estate investments and securities, refinancing of mortgage

debt, leveraging of real estate investments, availability of bank borrowings, lines of credit, proceeds from the DRIP, and access to the capital markets.

Current economic indicators show the US economy to be improving. The affordability and geographic location of our homes should enable the Company to perform well despite the challenging economy. While the recent recession has proven difficult, manufactured home communities are considered to be more stable than other housing types because of their low site rents and lower-priced homes and rental units.

In addition to cash generated through operations, the Company uses a variety of sources to fund its cash needs, including acquisitions. The Company may sell marketable securities, borrow on its lines of credit, finance and refinance its properties, and/or raise capital through the DRIP and capital markets.

On March 29, 2013, the Company entered into a new \$35 million Unsecured Revolving Credit Facility with Bank of Montreal. The Company has the ability to increase the borrowing capacity by an additional amount not to exceed \$15 million, representing a maximum aggregate borrowing capacity of \$50 million, subject to various conditions, as defined in the agreement.

Net Cash provided by Operating Activities amounted to \$3,712,476 and \$4,710,629 for the nine months ended September 30, 2013 and 2012, respectively. As of September 30, 2013, the Company had Cash and Cash Equivalents of \$7.8 million, Securities Available for Sale of \$54.2 million, \$15.0 million available on its BMO Line, and \$7.0 million available on its revolving lines of credit for the financing of home sales and the purchase of inventory. The Company owns 68 properties, of which 25 are unencumbered. These marketable securities, non-mortgaged properties, and lines of credit provide the Company with additional liquidity. The Company has been raising capital through its DRIP and through public offerings of its preferred stock.

The Company believes that funds generated will be adequate to meet its obligations over the next several years.

#### **Off-Balance Sheet Arrangements**

The Company does not have any off-balance sheet arrangements.



**Funds From Operations**

We assess and measure our overall operating results based upon an industry performance measure referred to as Funds From Operations (FFO), which management believes is a useful indicator of our operating performance. FFO is used by industry analysts and investors as a supplemental operating performance measure of a REIT. FFO, as defined by The National Association of Real Estate Investment Trusts (NAREIT), represents Net Income (Loss) Attributable to Common Shareholders, as defined by accounting principles generally accepted in the United States of America (US GAAP), excluding Extraordinary Items, as defined under US GAAP, Gains or Losses from sales of previously depreciated real estate assets, Impairment

Charges related to depreciable real estate assets, plus certain non-cash items such as Real Estate Asset Depreciation and Amortization. NAREIT created FFO as a non-US GAAP supplemental measure of REIT operating performance.

We define Core Funds From Operations (Core FFO), as FFO plus Acquisition Costs. FFO and Core FFO should be considered as supplemental measures of operating performance used by REITs. FFO and Core FFO exclude historical Cost Depreciation as an expense and may facilitate the comparison of REITs which have different cost bases. The items excluded from FFO and Core FFO are significant components in understanding the Company's financial performance.

FFO and Core FFO (i) do not represent Cash Flow from Operations as defined by US GAAP; (ii) should not be considered as an alternative to Net Income (Loss) as a measure of operating performance or to Cash Flows from Operating, Investing and Financing activities; and (iii) are not alternatives to Cash Flow as a measure of liquidity.

FFO and Core FFO, as calculated by the Company, may not be comparable to similarly titled measures reported by other REITs.

The Company's FFO and Core FFO for the three and nine months ended September 30, 2013 and 2012 are calculated as follows:

|  | Three Months Ended |             | Nine Months Ended |             |
|--|--------------------|-------------|-------------------|-------------|
|  | 9/30/13            | 9/30/12     | 9/30/13           | 9/30/12     |
| Net Income (Loss) Attributable to            |                    |             |                   |             |
| Common Shareholders                          | \$(1,088,270)      | \$161,138   | \$902,386         | \$2,308,837 |
| Depreciation Expense                         | 3,069,509          | 1,930,158   | 8,468,603         | 5,231,579   |
| (Gain) Loss on Sales of Depreciable Assets   | (82,489)           | 10,368      | (17,580)          | 21,209      |
| FFO Attributable to Common Shareholders      | 1,898,750          | 2,101,664   | 9,353,409         | 7,561,625   |
| Acquisition Costs                            | 94,711             | 483,119     | 957,488           | 753,060     |
| Core FFO Attributable to Common Shareholders | \$1,993,461        | \$2,584,783 | \$10,310,897      | \$8,314,685 |

The following are the cash flows provided (used) by operating, investing and financing activities for the nine months ended September 30, 2013 and 2012:

|                      | 2013         | 2012         |
|----------------------|--------------|--------------|
| Operating Activities | \$3,712,476  | \$4,710,629  |
| Investing Activities | (92,415,569) | (53,042,876) |
| Financing Activities | 85,454,744   | 43,974,882   |

### **Safe Harbor Statement**

This quarterly report on Form 10-Q includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements provide our current expectations or forecasts of future events. Forward-looking statements include statements about the Company's expectations, beliefs, intentions, plans, objectives, goals, strategies, future events, performance and underlying assumptions and other statements that are not historical facts. Forward-looking statements can be identified by their use of forward-looking words, such as may, will, anticipate, expect, believe, intend, plan, should, seek or comparable terms, or the negative use of the absence of these words does not necessarily mean that a statement is not forward-looking.

The forward-looking statements are based on our beliefs, assumptions and expectations of our future performance, taking into account all information currently available to us. Forward-looking statements are not predictions of future events. These beliefs, assumptions and expectations can change as a result of many possible events or factors, not all of which are known to us. Some of these factors are described below and under the headings Management's Discussion and Analysis of Financial Condition and Results of Operations as included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2012. These and other risks, uncertainties and factors could cause our actual results to differ materially from those included in any forward-looking statements we make. Any forward-looking statement speaks only as of the date on which it is made. New risks and uncertainties arise over time, and it is not

possible for us to predict those events or how they may affect us. Except as required by law, we are not obligated to, and do not intend to, update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Important factors that could cause actual results to differ materially from our expectations include, among others:

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changes in the real estate market and general economic conditions;

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the inherent risks associated with owning real estate, including local real estate market conditions, governing laws and regulations affecting manufactured housing communities and illiquidity of real estate investments;

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increased competition in the geographic areas in which we own and operate manufactured housing communities;

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our ability to continue to identify, negotiate and acquire manufactured housing communities and/or vacant land which may be developed into manufactured housing communities on terms favorable to us;

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our ability to maintain rental rates and occupancy levels;

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changes in market rates of interest;

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our ability to repay debt financing obligations;

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our ability to refinance amounts outstanding under our credit facilities at maturity on terms favorable to us;

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our ability to comply with certain debt covenants;

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the availability of other debt and equity financing alternatives;

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continued ability to access the debt or equity markets;

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the loss of any member of our management team;

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our ability to maintain internal controls and processes to ensure all transactions are accounted for properly, all relevant disclosures and filings are timely made in accordance with all rules and regulations, and any potential fraud or embezzlement is thwarted or detected;

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the ability of manufactured home buyers to obtain financing;

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the level of repossessions by manufactured home lenders;

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changes in federal or state tax rules or regulations that could have adverse tax consequences; and

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our ability to qualify as a real estate investment trust for federal income tax purposes.

You should not place undue reliance on these forward-looking statements, as events described or implied in such statements may not occur. The forward-looking statements contained in this Form 10-Q speak only as of the date hereof and the Company expressly disclaims any obligation to publicly update or revise any forward-looking statements whether as a result of new information, future events, or otherwise.

### **ITEM 3 - QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

There have been no material changes to information required regarding quantitative and qualitative disclosures about market risk from the end of the preceding year to the date of this Quarterly Report on Form 10-Q.

### **ITEM 4 - CONTROLS AND PROCEDURES**

The Company's Chief Executive Officer and Chief Financial Officer, with the assistance of other members of the Company's management, have evaluated the effectiveness of the Company's disclosure controls and procedures as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on such evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures are effective.

#### **Changes In Internal Control Over Financial Reporting**

There were no changes in the Company's internal control over financial reporting during the quarterly period ended September 30, 2013 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

**PART II**

**OTHER INFORMATION**

Item 1 - Legal Proceedings none

Item 1A - Risk Factors

There have been no material changes to information required regarding risk factors from the end of the preceding year to the date of this Quarterly Report on Form 10-Q. In addition to the other information set forth in this Quarterly Report on Form 10-Q, you should carefully consider the factors discussed in Part I, Item 1A Risk Factors in the Company's Annual Report on Form 10-K for the year ended December 31, 2012, which could materially affect the Company's business, financial condition or future results. The risks described in the Company's Annual Report on Form 10-K are not the only risks facing the Company. Additional risks and uncertainties not currently known to the Company or that the Company currently deems to be immaterial also may materially adversely affect the Company's business, financial condition and/or operating results.

Item 2 - Unregistered Sale of Equity Securities and Use of Proceeds none

Item 3 - Defaults Upon Senior Securities none

Item 4 - Mine Safety Disclosures none

Item 5 - Other Information

(a) Information Required to be Disclosed in a Report on Form 8-K, but  
not Reported none

(b) Material Changes to the Procedures by which Security Holders may  
Recommend Nominees to the Board of Directors none





Item 6 - Exhibits

31.1

Certification of Samuel A. Landy, President and Chief Executive Officer of the Company, pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended (Filed herewith).

31.2

Certification of Anna T. Chew, Chief Financial Officer of the Company, pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended (Filed herewith).

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Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, signed by Samuel A. Landy, President and Chief Executive Officer, and Anna T. Chew, Chief Financial Officer (Furnished herewith).

- 101 The following materials from the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2013 formatted in XBRL (eXtensible Business Reporting Language): (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Income, (iii) Consolidated Statements of Comprehensive Income, (iv) the Consolidated Statements of Cash Flows and (v) the Notes to Condensed Consolidated Financial Statements.

As provided in Rule 406T of Regulation S-T, this information is furnished and not filed for purposes of Sections 11 and 12 of the Securities Act of 1933 and Section 18 of the Securities Exchange Act of 1934.

**SIGNATURES**

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

UMH PROPERTIES, INC.

DATE:

November 6, 2013

By /s/ Samuel A. Landy

Samuel A. Landy

President and

Chief Executive Officer

DATE:

November 6, 2013

By /s/ Anna T. Chew

Anna T. Chew

Vice President and

Chief Financial Officer